

## **EXHIBIT 54**



## Interdivisional Meeting Record

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EARD: Anthony Howard, Annabelle Meunier  
TRD: Ben Max, Renee Ferguson  
Counsel: John Mangin

Date: December 13, 2018

### **Re: 840 Atlantic Ave Rezoning (2018K0488)**

On November 19, 2018, the Department of City Planning (DCP) hosted an interdivisional meeting on the above-referenced project.

#### Summary Project Description

The applicant, Vanderbilt Atlantic Holdings LLC, proposes a Zoning Map Amendment from M1-1 and R6B to R9X/C2-5 and R9X, as well as a zoning text amendment to map a Mandatory Inclusionary Housing (MIH) area to facilitate a mixed-use development containing 285 units (85 affordable), 43,125 square feet of retail and 7,490 square feet of community facility space within the Prospect Heights neighborhood of Brooklyn, Community District 8.

#### Project Site Location

The proposed development site (Block 1122, Lots 1, 68, 69, 70 and 71) is located in the Prospect Heights neighborhood of Brooklyn in Community District 8 on a block bounded by Pacific Street, Atlantic Avenue, Vanderbilt Avenue and Underhill Avenue.

#### Area Description

The Project Area is located in the northern portion of Prospect Heights within Brooklyn Community District 8. North of Atlantic Avenue is Community District 2 and the Fort Greene-Clinton Hill neighborhood.

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The Development Site includes the eastern frontage of Vanderbilt Avenue between Atlantic Avenue and Pacific Street, extending to a depth of 170 feet from Vanderbilt Avenue. Atlantic Avenue is one of the largest thoroughfares in Brooklyn, a 120-foot wide street running from the East River waterfront to Jamaica, Queens.

East of the Development Site, along Atlantic Avenue, contains a mix of auto-related uses, self-storage and small retail establishments occupying one- to three-story buildings, while the northern side of Atlantic Avenue also contains mixed residential and commercial developments under construction. West of the Development Site are commercial, community facility, and high-rise residential developments. Notably, immediately west of the Development Site are blocks consisting of open railroad cuts for the Long Island Railroad. These blocks are slated to be redeveloped as part of Pacific Park, a mixed-use residential and commercial development that will consist of 17 buildings total. South of the Development Site, 550 Vanderbilt, a 17-story building developed as part of Pacific Park, is located at the southwest corner of Vanderbilt Avenue and Pacific Street. South of the Development Site, Vanderbilt Avenue contains three to four-story mixed-use walkup buildings with ground floor retail, many of which are part of the Prospect Heights Historic District.

The project area and southern frontage of Atlantic Avenue to the east is zoned M1-1, a manufacturing district that permits 1 FAR of commercial and industrial use and 2.4 FAR for limited community facility uses. The northern frontage of Atlantic Avenue was partially rezoned to R7A/C2-4 under the voluntary Inclusionary Housing program during the 2007 Fort Greene-Clinton Hill Rezoning. Much of the area to the south was rezoned as part of the 1993 Prospect Heights rezoning, which mapped contextual residential districts (R6B and R7A) to protect the rowhouse-style character of mid-blocks and support growth along the avenues.

The Project Area is well served by public transit. The C subway line is accessible at the Clinton/Washington station a couple blocks to the north and the Atlantic Terminal transit hub is approximately half of a mile away. Several bus lines run within a few blocks. The Project Area is within the Transit Zone. As described above, Atlantic Avenue is 120 feet wide and Vanderbilt Avenue is 100 feet wide.

### Previous Land Use Actions & key projects within the Surrounding Area

Fort Greene-Clinton Hill Rezoning: The northern frontage of Atlantic Ave is zoned R7A/C2-4, which was rezoned from M1-1 as part of the 2007 Fort Greene-Clinton Hill rezoning in order to facilitate mixed use development along Atlantic Ave and incentivize affordable housing.

470 Vanderbilt Ave: Northwest of the project area is 470 Vanderbilt Ave, a project that underwent several land use actions and consists of a pre-existing loft-style office building and infill development under an C6-3A district (R9A equivalent).

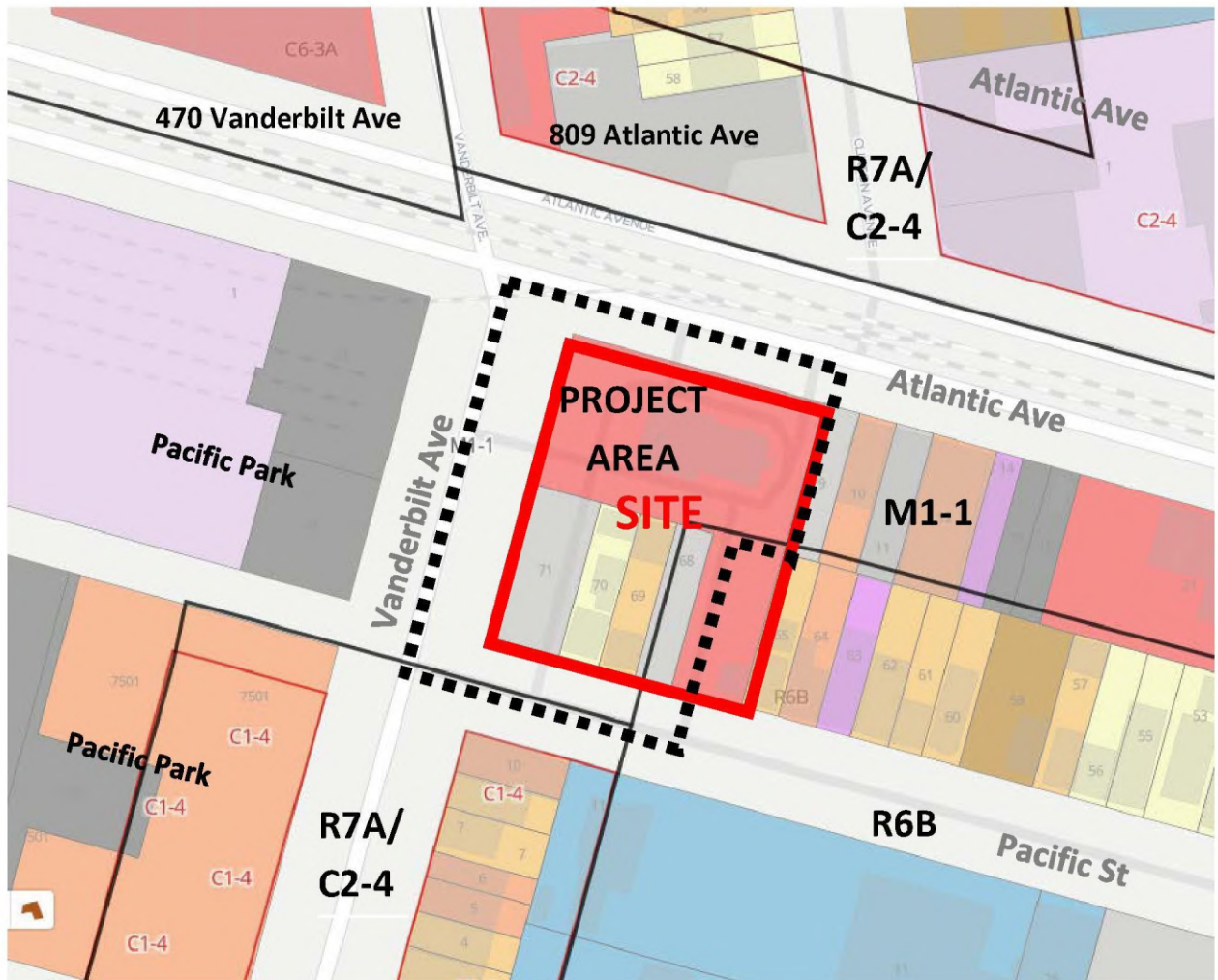
Prospect Heights Historic District: Located one block to the south of the proposed project area and



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designated in 2007.

Pacific Park: The Pacific Park (f/k/a Atlantic Yards) development project is a 22-acre mixed-use development led by the Empire State Development (ESD) Corporation that includes 16 buildings for residential and commercial uses, including up to 6,430 apartments, of which 2,250 will be affordable to low, moderate and middle income households; an 18,000-seat Barclays Center Arena; the development of a reconfigured and improved LIRR train yard and subway facility upgrades; and the creation of eight acres of publicly accessible open space. This project is planned to be completed by 2035. The project area is diagonally across the street from Pacific Park, where the maximum heights of the future development along Atlantic Avenue would be between 219- to 620-feet.



### Background

The proposed rezoning is within the area of the M Crown study. Community Board 8 has been engaged in a planning effort over the past several years to create a vision and zoning framework for the M1-1 zoned area roughly from Vanderbilt Ave to the west and Nostrand Ave to the east. Over the past couple

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years, the Brooklyn DCP Office has been working with the Community Board and its M Crown Subcommittee and recently shared a framework in February. While the study is still ongoing, it is expected that private applications make an effort to meet the framework goals and urge private applicants to meet with both Community Board 8 and the local Council Member.

Several informational interest meetings have been held on this project. In response to concerns by the Brooklyn Office regarding the appropriate density, the applicant adjusted the proposed zoning district to R9X/C2-5 and seeks to keep the existing R6B zone on part of the Pacific St frontage to support the lower-scale, mid-block context of 3-4 story rowhouses. 809 Atlantic Ave, a project seeking multiple land use actions, including a rezoning to R9/C2-4, is located across the street to the north. This application was certified in September and currently in public review.

### Proposed Project Area and Development Site

The Project Area and Development Site are nearly coterminous, consisting of five tax lots (Block 1122, Lots 1, 68, 69, 70 and 71). The Development Site encompasses the eastern block frontage of Vanderbilt Avenue between Pacific Street and Atlantic Avenue, extending to a depth of 170 feet from Vanderbilt Avenue. The lot area totals 34,000 SF.

Most of the site is zoned M1-1 with a portion along Pacific St zoned R6B. The M1-1 district covers the entire Atlantic Ave and Vanderbilt Ave frontages, while a 70' x 100' portion of the Pacific St frontage, located beyond 100 feet from Vanderbilt Ave, is within the R6B district. The applicant proposes to rezone the M1-1 area, plus an additional 40' x 100' portion of the R6B zoned area, and then maintain the R6B zoning on a 30' x 100' portion on the southeastern corner of the site.

The Development Site is comprised of five tax lots under the applicant's ownership. The Development Site contains a McDonald's fast food establishment with a drive-through and parking lot. Tax lots 69 and 70, fronting on Pacific Street, are developed with two three-story residential buildings, flanked on each side by vehicular entrances to the McDonald's parking lot.

### Proposed Development

The Proposed Development consists of an 18-story mixed residential and commercial building with approximately 307,273 square feet of floor area, equivalent to an approximately 9.03 FAR. The building's massing will be concentrated on Atlantic Avenue, with a series of step-downs as the building mass moves toward Pacific Street. At its lowest height, a portion of the building fronting on and in the mid-block of Pacific Street will rise to only four stories (65'), respecting the lower-density R6B district to the east. Other setbacks are made at the seventh, ninth, and thirteenth stories. The Proposed Development will contain 256,658 square feet of residential floor area (comprising approximately 285 dwelling units, of which approximately 85 would be affordable) and 43,125 square feet of commercial retail floor area on the first and second stories. 7,490 square feet of community facility floor area would also be provided on the first and second stories. Parking for 40% of the market rate dwelling units will be provided. The Applicant will utilize Option 2 of the Mandatory Inclusionary Housing program by



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providing thirty percent of the residential floor area (equivalent to approximately 85 units) as affordable floor area for households with a weighted average of 80% of the income index.

### Interdivisional Meeting Notes

#### General:

- **Land Use Rationale:**

- R9X District:

- DCP recognizes the rationale for encouraging mixed use development and higher density along Atlantic Avenue, which is a 120-foot wide corridor, and particularly at the intersection of Vanderbilt Avenue, which is a 100-foot wide corridor south of Atlantic Avenue. The width of both streets can accommodate taller buildings with sufficient access to light and air. DCP also regards R9X as an appropriate transition for the southeastern side of the intersection as both a transition to Prospect Heights and the long-facing frontages of Atlantic Avenue.
    - Further, the project area benefits from strong public transit access, located near the C subway line, multiple bus lines, and the Atlantic Terminal local and regional transit hub. This project helps support a goal of encouraging density in walkable, transit-accessible areas.
    - Lastly, existing and planned projects—including 470 Vanderbilt Ave, Pacific Park and 809 Atlantic Ave (pending approval)—set a precedent for greater density and height at the intersection.

- C2-5 Commercial Overlay:

- C2-5 is an appropriate pairing for the R9X district, as it would eliminate most parking and loading requirements for the commercial and community facility uses. DCP recognizes that commercial loading may be inefficient and cumbersome on the site, and that a loading bay and parking entrance on Atlantic Ave and Vanderbilt Ave may detract from the pedestrian experience and potentially add congestion.
    - Similar to other commercial overlays when paired with R9X, C2-5 district allows two floors of non-residential uses. DCP strongly supports the applicant's proposal of two floors containing a mix of commercial and community facility uses, which would enliven the streetscape and bolster the intersection as an active node.
    - In addition, multiple floors of non-residential is identified as a key goal of Atlantic Avenue in the M-Crown framework.

- MIH Action: Coupled with the proposed zoning, which would substantially increase the residential density, the MIH text amendment would guarantee a significant portion of the residential space is affordable. It is recommended that the applicant consult with the Community Board and Council Member to understand if there is an MIH option preference.

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- **MIH Boundary:** Since the development site as a whole is subject to a significant increase in residential capacity, DCP requests that the MIHA boundary cover the development site as a whole, including the R6B portion.
- **M Crown Study:** Over the past several years, DCP has been engaged with Community Board 8 about a studying an M1-1 zoned area, commonly referred to as “M-Crown,” with a two-pronged goal of job growth and mixed income housing. As discussions continue, it is strongly recommended that the applicant continue to track and attend CB subcommittee meetings, be proactive in reaching out to the Council Member and Community Board 8, and make efforts to meet the principles and goals in DCP’s draft framework.
- **Urban Design:**
  - Consider shifting the R9X zoning district boundary to 125’ from Vanderbilt Ave for a more rationale zoning district boundary consistent with the area
  - Consider more variation by increasing the base and building height to the corner of Atlantic and Vanderbilt to take advantage of the R9X envelope and step down along the avenues.
  - Consider ways to address the lot line condition on the eastern side of the development site along Atlantic Ave
  - Please confirm existing sidewalk width on Atlantic and Vanderbilt Avenue and provide more clarity on proposed ground uses/entrances, including entrances and activation points which animate the street.
  - Please advance building design and provide pedestrian perspective views of the proposed project; good design is important to the commission and helps communicate that added density can be accommodated through thoughtful design

### Technical Review:

- **Rezoning/Project Area Boundary:** DCP supports the applicant’s proposal to maintain a portion of the Development Site as R6B as a transition to the lower scale and rowhouse-style context along the mid-block of Pacific Street. That being said, the varying depths of the overlay and district boundaries along Pacific Street could be strengthened. DCP recommends that the C2-5 overlay be coterminous with the R9X boundary and that the R9X boundary shift from a distance of 140’ to 125’ from Vanderbilt Avenue along Pacific Street in order to foster a better transition and rationale boundary depth. In the project description, please be sure to explicitly describe the size and depth of the rezoning boundary in connection with the land use rationale.
- **Illustrative Plans:** DCP recommends that the applicant develop strong illustrative plans in coordination with the Brooklyn Office’s Urban Design staff. DCP can also perform a courtesy review of the plans for compliance with zoning.



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### Environmental Assessment Statement

- The project will move through the BluePrint and CEQR process which includes the confirmation of all proposed actions and boundaries. The actions and boundaries must be confirmed prior to the preparation of a Reasonable Worst Case Development Scenario Memo (RWCDs).
- Once the applicant's actions have been finalized, the environmental review project manager will reach out to the applicant to begin preparing the (RWCDs) memorandum (see below).
- The Prospect Heights Historic District is located across the street and therefore substantially contiguous with the Project Area/Development Site. Please complete the CEQR EAS Long Form and be sure to mark the action as Type I in the form.
- After the RWCDs is finalized, for all areas of analysis, the 2014 CEQR Technical Manual should be consulted to establish if thresholds are being triggered by the proposed action. This should happen at the Draft EAS stage. It is anticipated that the following areas of analysis would need to be considered in regards to the specified potential impacts:
  - *Land Use, Zoning and Public Policy*: The applicant would need to provide a land use rationale for the R9X/C2-5 zoning.
  - *Community Facilities*: The applicant would need to consider the full With-Action Scenario.
  - *Urban Design*: The applicant would need analyze the maximum building envelope and proposed height.
  - *Hazardous Materials*: The applicant would need to analyze the effects of the in-ground disturbance in M Zone and nearby industrial uses.
  - *Transportation*: The applicant would need to consider impacts under the full With-Action scenario.
  - *Air Quality*: The applicant would need to consider the nearby auto body facility and gas station since the proposed project would introduce new sensitive receptors. An existing-on-project analysis would need to be performed.
- 809 Atlantic Ave: This project should be incorporated into assumption for the no-build analysis.

### Reasonable Worst Case Development Scenario Memo (RWCDs)

- The RWCDs may be submitted **after** the following steps have taken place:
  - The applicant has confirmed the proposed actions and rezoning boundaries are finalized with the lead planner
  - The lead planner has confirmed that the action(s) and action boundaries have been resolved
- The RWCDs memorandum establishes the analysis framework and identifies the increment of analysis between the maximized development on the project site under the proposed rezoning (With-Action Scenario) and the allowable development on the project site under the existing zoning (No-Action Scenario).
- An appropriate project Build Year should be identified which would factor in the ULURP process and the construction periods for all proposed development. To facilitate review, please provide



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graphics illustrating the existing zoning and proposed zoning area, including a boundary identifying the rezoning area and project site.

- The RWCDs memorandum should identify any recent rezonings in the neighborhood and indicate any nearby development, and whether the proposed rezoning would be consistent with recent development trends.
- The No-Action scenario should establish what is likely to occur as-of-right on the proposed project area absent the rezoning. The sites may remain as in their existing conditions in the future No-Action Scenario; alternatively, if there is a rationale for a different development occurring absent the proposed action, on an as of right basis, this may be considered. A supporting rationale should be provided, such as the presence of rent-regulated units.
- The With-Action scenario should describe the maximum height, FAR, envelope and full development that the proposed action would allow. This may or may not coincide with the applicant's proposal.
- EARD staff will set up a RWCDs Meeting to discuss the document. Divisions such as TRD, Zoning and Counsel may also attend depending on the actions and complexity of the project.

### Application Materials Required

The applicant should prepare the documents below for submission of the draft application. The applicant will be updated on the status of MIH and ZQA as it relates to the application. Guides, samples and standards for preparing application material can be found on the City Planning Applicant Portal at the following link:

<http://www1.nyc.gov/site/planning/applicants/applicant-portal/step3-zm.page>

For the Zoning Map (ZM) and Zoning Text (ZR) amendment actions:

- Land Use Application Form
- Land Use Supplemental Form (MM/ZM/ZR)
- Attachment 2 – Site Data Sheet
  - Only provide if the block and lot information does not fit on the standard LR Form.
  - Each block and lot should be listed on separate rows
  - Indicate which lot(s) is the development site
- Attachment 3 – Project Description
- Official Zoning Sectional Map
- Official Tax Map (show existing and proposed zoning districts)
- Area Map (Land Use and Zoning) – Proposed
- Project Area Photographs (minimum 4" x 6" for each photo on tabloid size sheet)
- Zoning Change Map (Proposed zoning map juxtaposed with current one)
- Zoning Comparison Table (Describe existing requirements and proposed – see sample)
- Zoning Text Map (MIH) – Create map for Appendix F
  - Incorporate proposed MIH area into BK Community District 8, Map 1

In addition, it is recommended that the applicant submit the following illustrative drawings:

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- Zoning Analysis
- Zoning Lot Site Plan
- Ground Floor Plan
- Section
- Elevation

With the draft application, it is strongly suggested that the applicant submit tabloid sized versions of a site plan and an elevation or rendering of the proposed project.

### Next Steps

- The applicant will confirm the project area boundaries.
- The applicant shall prepare a RWCDs memo for submission to EARD and Borough staff and EARD will schedule a meeting if necessary. DCP staff will review and provide feedback. Once the RWCDs has been accepted and signed off by DCP the Applicant can proceed with submitting draft ULURP and EAS applications.
- In conjunction with submission of the RWCDs, it is recommended that the applicant hold a call or meeting to further discuss urban design and massing.
- It is recommended that the applicant present the proposal to Council Member Cumbo and Community Board 8's M Crown Subcommittee.
- Before submitting a draft land use application, please check in with the lead planner for instructions about the number of hard copies to provide (two hard copy sets for DCP's Technical Review Division) along with a digital set and certain documents in Word or Excel as applicable.